

Wolf, Block, Schorr and Solis-Cohen LLP

1650 Arch Street
22nd Floor
Philadelphia, PA 19103-2097

T: 215 977 2000
F: 215 977 2334
www.wolfblock.com

DOCKET FILE COPY ORIGINAL

Gerald Gornish
Direct Dial: 215-977-2118
Direct Fax: 215-405-3718
E-Mail: ggornish@wolfblock.com

April 12, 2001

RECEIVED

APR 17 2001

**CERTIFIED MAIL RETURN
RECEIPT REQUESTED**

FCC MAIL ROOM

Magalie Roman Salas, Esquire
Secretary, Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

RE: CC Docket No. 94-129: CEI Networks, Inc.

Dear Ms. Salas:

Enclosed (pursuant to 47 C.F.R. § 1.51) are the original and four copies of a Petition for Waiver filed pursuant to 47 C.F.R. § 1.3, seeking a waiver of the FCC's Verification Rules under Section 258 of the Communications Act of 1934 and 47 C.F.R. § 64.1000 et. seq., to allow CEI Networks, Inc. to be designated as the preferred long distance carrier for customers of its merging affiliate, Conestoga Communications, Inc. ("CCI"), without first obtaining the authorization and verification of each of CCI's customers.

Please let me know if anything further is required. Thank you for your cooperation.

Sincerely,



Gerald Gornish

For WOLF, BLOCK, SCHORR and SOLIS-COHEN LLP

GG:lak

Enclosures

cc: Ms. K. Michele Walters, Associate Director
CEI Networks, Inc.

No. of Copies rec'd 04
UNASCODE

DSB:766840.1

Before The
Federal Communications Commission
Washington, D.C. 20554

In the Matter of:

Implementation of the Subscriber Carrier
Selection Changes Provisions of the
Telecommunications Act of 1996

CEI Networks, Inc.
Petition for Waiver

RECEIVED
APR 17 2001

FCC MAIL ROOM
PETITION FOR WAIVER

CC Docket No. 94-129

CEI Networks, Inc. ("CEIN"), by its undersigned counsel, hereby petitions the Federal Communications Commission ("FCC") for a waiver of FCC's verification rules under Section 258 of the Communications Act of 1934 and 47 C.F.R. § 64.1000 et seq., and to allow CEIN to be designated as the preferred long distance carrier for customers of Conestoga Communications, Inc. ("CCI") without first obtaining the authorization and verification of each of CCI's customers. In support thereof, CEIN sets forth the following:

1. CCI and TeleBeam Incorporated ("TeleBeam") were both Pennsylvania corporations that were subsidiaries of Conestoga Enterprises, Incorporated. Both had obtained authority to provide interstate and international telephone service by the FCC, CCI at File No. ITC-97-384 and TeleBeam at ITC-ASG-19991202-00750. During November, 2000, both companies, pursuant to fictitious registrations filed with the Commonwealth of Pennsylvania in July 2000, gave notice to their customers in bill messages that they had begun to do business under the trade name "CEI Networks." Copies of such fictitious registrations are attached hereto as Exhibits A and B; a copy of the content of the bill message is attached hereto as Exhibit C.

2. On December 31, 2000, in accordance with the business corporation laws of the Commonwealth of Pennsylvania, CCI merged into TeleBeam and TeleBeam changed its name to CEI Networks, Inc. ("CEIN"). A copy of the Articles of Merger filed with the Corporation Bureau of the Commonwealth of Pennsylvania is attached hereto as Exhibit D. CCI and TeleBeam have not yet implemented the merger for interstate and international telephone services pending the filing and approval of this petition.

3. On February 7, 2001, CEIN notified the FCC pursuant to 47 C.F.R. §§ 63.21 and 63.24 of the merger, certifying that the merger constitutes a pro forma assignment or transfer of control under 47 C.F.R. § 63.24(a)(4) or (5), and that together with all previous pro forma transactions, does not result in a change of the carriers ultimate control. A copy of such notice is attached hereto as Exhibit E. Informative Notice of the merger was published by the FCC on April 5, 2001 as part of DA No. 01-849.

4. CEIN seeks a waiver of the FCC's regulations requiring the obtaining of authorization and verification of all of CCI's customers to a change of providers. Pursuant to 47 C.F.R. §§ 0.91, 0.291 and 1.3 and the requirements of previous orders of the FCC, CEIN hereby submits that there is good cause under 47 C.F.R. § 1.3, to justify a waiver of the FCC's authorization and verification requirements because:

- (a) implementation of the merger of two affiliated companies that have already been using the same trade name will be seamless to customers;
- (b) CCI's customers will receive no increase in rates or charges;
- (c) requiring compliance with the FCC's regulations would be cumbersome and expensive since CCI has in excess of 28,000 customers;

(d) requiring compliance with the FCC's regulations might cause some temporary interruption to CCI customers who fail to respond in a timely manner to requests for preferred carrier change authorization, and those customers may have higher potential calling rates after the discontinuation of presubscribed services by CCI;

(e) allowing a waiver of the FCC's carrier change rules and orders will provide a seamless transition with no disruption of service to the transferred CCI customers.

5. Attached hereto as Exhibits F and G are drafts of letters that CEIN proposes to send to the customers of CCI upon approval of this Petition. Attached hereto as Exhibit H is a draft of a letter CEIN proposes to send to the customers of TeleBeam upon approval of this Petition.

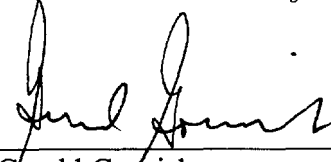
6. The first letter to CCI customers will advise them of the merger and that their rates will remain unchanged upon implementation; that they always have the right to choose a different preferred carrier, and should they decide to do so within 30 days after the letter is sent to them, CEIN will reimburse the customer for any associated carrier change charge that may be assessed. The letter will provide and advise that customers may call a toll-free number to obtain further information. Finally, although CEIN is not aware of any complaints by CCI customers, those customers will be advised that CEIN will investigate and resolve any complaints by customers of CCI.

7. The second letter to CCI's customers will be sent out more than 30 days after the first letter, will advise all CCI customers that the transfer has been implemented, and will reiterate the foregoing information, assurances and advice.

8. The letter to TeleBeam customers will advise them of the merger and the change of name to CEIN. The letter will further provide and advise that customers may call a toll-free number to obtain further information.

9. Pursuant to the above undertakings, the rights of both CCI and TeleBeam, customers will be adequately protected, and they will have the opportunity to continue to receive telephone service from the merged entity in a manner that will be seamless to them.

WHEREFORE, for the foregoing reasons, CEI Networks, Inc. seeks a waiver of the FCC's authorization and verification requirements under 47 C.F.R. § 64.1100 et seq.



Gerald Gornish
Attorney for CEI Networks, Inc.

Of Counsel:
WOLF, BLOCK, SCHORR AND SOLIS-COHEN LLP
1650 Arch Street - 22nd Floor
Philadelphia, PA 19103-2097
(215) 977-2000

Dated: April 12, 2001

Microfilm Number

200054-1392

Filed with the Department of State on

JUL 13 2000 801391-1.DOC

Entity Number

2952361

Secretary of the Commonwealth

APPLICATION FOR REGISTRATION OF FICTITIOUS NAME

DSCB:54-311 (Rev 91)

In compliance with the requirements of 54 Pa.C.S. § 311 (relating to registration), the undersigned entity desiring to register a fictitious name under 54 Pa.C.S. Ch. 3 (relating to fictitious names), hereby states that:

1. The fictitious name is: CEI Networks
2. A brief statement of the character or nature of the business or other activity to be carried on under or through the fictitious name is: Telecommunications services and equipment sales.
3. The address, including number and street, if any, of the principal place of business of the business or other activity to be carried on under or through the fictitious name is (P.O. Box alone is not acceptable):

<u>202 East First Street</u>	<u>Birdsboro</u>	<u>PA</u>	<u>19508</u>	<u>Berks</u>
<small>Number and Street</small>	<small>City</small>	<small>State</small>	<small>Zip</small>	<small>County</small>
4. The name and address, including number and street, if any, of each individual interested in the business is:

<u>Name</u>	<u>Street and Number</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
-------------	--------------------------	-------------	--------------	------------
5. Each entity, other than an individual, interested in such business is:

<u>Name</u>	<u>Form of Organization</u>	<u>Organizing Jurisdiction</u>	<u>Principal Office Address</u>	<u>Pa. Registered Office, if any</u>
<u>Conestoga Communications, Inc. Corporation</u>	<u>Pennsylvania</u>		<u>202 East First Street</u>	
			<u>Birdsboro, PA 19508</u>	
6. The applicant is familiar with the provisions of 54 Pa.C.S. 332 (relating to effect of registration) and understands that filing under the Fictitious Names Act does not create any exclusive or other right in the fictitious name,
7. (Optional) The name(s) of the agent(s), if any, any one of whom is authorized to execute amendments to, withdrawals from or cancellation of this registration in behalf of all then existing parties to the registration, is (are):

PA DEPT OF STATE

JUL 13 2000

Exhibit "A"

200054-1393

IN TESTIMONY WHEREOF, the undersigned have caused this Application for Registration of Fictitious Name to be executed this 3rd day of June, 2000.

CONESTOGA COMMUNICATIONS, INC.

BY: Donald R. Burtinster

TITLE: Sr. VP, Chief Financial Officer

Microfilm Number

200054 - 125

Filed with the Department of State on

JUL 12 2000

904434_1.DOC

Entity Number

Kim D. ...
Secretary of the Commonwealth

APPLICATION FOR REGISTRATION OF FICTITIOUS NAME

DSCB 54-311 (Rev 91)

In compliance with the requirements of 54 Pa.C.S. § 311 (relating to registration), the undersigned entity desiring to register a fictitious name under 54 Pa.C.S. Ch. 3 (relating to fictitious names), hereby states that:

1. The fictitious name is: CEJ Networks
2. A brief statement of the character or nature of the business or other activity to be carried on under or through the fictitious name is: Telecommunications services and equipment sales.
3. The address, including number and street, if any, of the principal place of business of the business or other activity to be carried on under or through the fictitious name is (P.O. Box alone is not acceptable):

<u>467 East Beaver Avenue</u>	<u>State College</u>	<u>PA</u>	<u>16801</u>	<u>Centre</u>
<small>Number and Street</small>	<small>City</small>	<small>State</small>	<small>Zip</small>	<small>County</small>
4. The name and address, including number and street, if any, of each individual interested in the business is:

<small>Name</small>	<small>Street and Number</small>	<small>City</small>	<small>State</small>	<small>Zip</small>
5. Each entity, other than an individual, interested in such business is:

<small>Name</small>	<small>Form of Organization</small>	<small>Organizing Jurisdiction</small>	<small>Principal Office Address</small>	<small>Pa. Registered Office, if any</small>
<u>TeleBeam Incorporated Corporation</u>		<u>Pennsylvania</u>	<u>467 East Beaver Avenue</u>	
			<u>State College, PA 16801</u>	
6. The applicant is familiar with the provisions of 54 Pa.C.S. 332 (relating to effect of registration) and understands that filing under the Fictitious Names Act does not create any exclusive or other right in the fictitious name.
7. (Optional) The name(s) of the agent(s), if any, any one of whom is authorized to execute amendments to, withdrawals from or cancellation of this registration in behalf of all then existing parties to the registration, is (are):

WITNESSED BY:

JUL 12 2000

Exhibit "B"

200054 - 126

IN TESTIMONY WHEREOF, the undersigned have caused this Application for Registration of Fictitious Name to be executed this 5th day of June, 2000.

TELEBEAM, INCORPORATED

BY: Donald H. Prentiss

TITLE: Sr. VP, Chief Financial Officer

MSGTXNBEC00162A/C610EXC025IXC00000STR DT11/08/2000END DT11/08/2000
CONESTOGA ENTERPRISES RECENTLY ANNOUNCED THAT THREE OF THE TYPEA
CORPORATION'S SUBSIDIARIES, INFOCORE, INC., BASED IN KING OF NEW ACCT
PRUSSIA, PENNSYLVANIA, TELEBEAM, INC., BASED IN STATE EDP SELECT
COLLEGE, PENNSYLVANIA AND CONESTOGA COMMUNICATIONS, INC.,
BASED IN BIRDSBORO, PENNSYLVANIA HAVE ADOPTED THE TRADE NAME
"CEI NETWORKS". CEI NETWORKS IS AN INTEGRATED COMMUNICATION
PROVIDER THAT OFFERS LOCAL, LONG DISTANCE, VOICE, DATA,
VIDEO AND BUSINESS SYSTEMS THROUGHOUT CENTRAL AND SOUTHEAST
PENNSYLVANIA.

* * N O T E * *
PLEASE REFERENCE
SPECIAL CHARAC-
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! * & \$ % ETC)

ACTION

UPDATE COMPLETED

2 1 Pg=5 FORM RCV LTAI

Exhibit "C"

Date: 11/06/2000 Time: 2:53:01PM

01/10/2001 14:58
JAN. 8. 2001 3:43PM
DEC. 29. 2000 2:48PM

6103765243

DEPT OF STATE CORPORATION BUREAU
BSSC MILLER MURRAY
BARLEY SMITH

NO. 610

PAGE 03
P. 2/7

Microfilm Number _____

Filed with the Department of State on DEC 29 2000

Entity Number 2906507

Secretary of the Commonwealth

SK

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:15-5926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: TelaBeam Incorporated

2. (Check and complete one of the following):

XX The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 202 E. First Street Birdsboro Pa 19508 Berks
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

_____ The surviving corporation is a qualified foreign business corporation incorporated under the laws of New York and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

_____ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

_____ Number and Street City State Zip County

The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
Conestoga Communications, Inc.	540 Court Street, Box 66, Reading, Pa 19603	Berks

4. (Check, and if appropriate complete, one of the following):

☐ The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

☒ The plan of merger shall be effective on December 31, 2000 at 11:59 p.m. Eastern Time.
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation	Manner of adoption
Conestoga Communications, Inc.	By unanimous consent of sole shareholder and by directors at a meeting of the Board of Directors
TeleBeam, Incorporated	By unanimous consent of sole shareholder and by directors at a meeting of the Board of Directors

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

☐ The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

☒ Pursuant to 15 Pa.C.S. § 5901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

202 East First Street	Birdsboro	Pa	19508	Berks
Number and Street	City	State	Zip	County

01/10/2001 14:58 6103765243
JAN. 8. 2001 3:44PM
DEC. 29. 2000 2:40PM

DEPT. OF STATE CORPORATION BUREAU

BSSC MILLER MURRAY

NO. 610 -- PAGE 05
P. 4/7

IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be
signed by a duly authorized officer thereof this 28th day of December, 2000.

CONESTOGA COMMUNICATIONS, INC.

By: Albert H. Kramer
Albert H. Kramer
Title: President

TELEBEAM, INCORPORATED

By: Albert H. Kramer
Albert H. Kramer
Title: Chairman

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into this 19th day of December, 2000, by and between Conestoga Communications, Inc., a Pennsylvania corporation ("CCI"), and TeleBeam, Incorporated, a Pennsylvania corporation ("TeleBeam"). Together, CCI and TeleBeam are each referred to individually as "Subsidiary" and together as the "Subsidiaries".

WITNESSETH

WHEREAS, the Board of Directors of each Subsidiary deems it advisable and to the advantage, welfare and best interests of such corporations and the shareholder of each corporation to merge with and into TeleBeam pursuant to the provisions of the Pennsylvania Business Corporation Law of 1988, as amended (the "BCL"), upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements of the parties hereto, and for other good and valuable consideration and intending to be legally bound, the Subsidiaries hereby agree as follows:

1. Merger. Upon the terms and subject to the conditions hereof and in compliance with the provisions of the BCL, CCI shall, on the Effective Date (as hereinafter defined), be merged (the "Merger") with and into TeleBeam, which shall be the surviving corporation and which shall continue to exist as the surviving corporation (sometimes hereinafter referred to as the "Surviving Corporation") under the name "CEI Networks, Inc.", to be governed by the provisions of the Pennsylvania Business Corporation Law of 1988, as amended ("BCL"). The separate existences of CCI shall cease on the Effective Date, in accordance with the provisions of the BCL.

2. Articles of Incorporation. The Articles of Incorporation of TeleBeam, as in force and effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation except that its name shall change to CEI Networks, Inc. and shall continue in full force and effect until altered, amended or changed as therein provided and/or in the manner prescribed by the provisions of the BCL.

3. Bylaws. The Bylaws of TeleBeam, as in force and effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until altered, amended or changed as therein provided and/or in the manner prescribed by the provisions of the BCL.

4. Board of Directors. From and after the Effective Date, the directors of the Surviving Corporation shall be as of the date hereof, subject to the provisions of the BCL and the Articles of Incorporation and Bylaws of the Surviving Corporation, and until their successors are duly elected and qualified.

5. Officers. From and after the Effective Date, the officers of the Surviving Corporation shall remain as of the date hereof, subject to the provisions of the BCL and the Articles of Incorporation and Bylaws of the Surviving Corporation, serving at the pleasure of the Board of Directors of the Surviving Corporation.

6. Cancellation of Shares. As of the Effective Date and by virtue of the Merger and without any action on the part of the parties hereto, all of the issued and outstanding shares of capital stock of CCI shall be cancelled and cease to exist. Each share of the capital stock of TeleBeam that is issued and outstanding immediately before the Effective Date shall, on and after the Effective Date, remain issued and outstanding as one (1) share of the capital stock of TeleBeam, and each holder thereof shall retain his or her rights therein. The holders of the shares of capital stock of TeleBeam outstanding immediately prior to the Effective Date shall, immediately after the Effective Date, continue to hold a majority of the outstanding shares of capital stock of TeleBeam.

7. Authorization. As set forth in Section 1924 of the BCL, this Agreement and Plan of Merger has been authorized by the affirmative vote of the sole shareholder of each Subsidiary and by the unanimous affirmative vote of each Subsidiary's Board of Directors.

8. Effective Date. Pursuant to the BCL, Articles of Merger will be executed and filed at such time as is directed by the President of TeleBeam. The merger shall become effective on the date specified in each such document (the "Effective Date").

9. Effect of Merger. Upon the Effective Date of the Merger, the effect thereof shall be as set forth in Section 1929 of the BCL.

10. Further Acts. Parent and Subsidiary will cause to be executed and filed or recorded any document prescribed by the BCL and will cause to be performed all necessary acts within Pennsylvania and elsewhere to effectuate the Merger. The Board of Directors and the proper officers of the Subsidiaries are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the Agreement and Plan of Merger.

11. Termination and Abandonment. Notwithstanding the approval of this Agreement and Plan of Merger, this Agreement and Plan of Merger may be terminated and the Merger may be abandoned, at any time prior to the filing of the Articles of Merger with the Commonwealth of Pennsylvania by an instrument in writing signed by an authorized officer of each Subsidiary, and upon authorization of the Board of Directors of each Subsidiary.

12. Counterparts. This Agreement and Plan of Merger may be executed in any number of counterparts and by either of the parties hereto on separate counterparts, each of which when so executed shall constitute an original and all of which together shall constitute one and the same document.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is duly executed by and on behalf of each Subsidiary as of the date hereinbefore first written.

CONESTOGA COMMUNICATIONS, INC.

By: _____

Title: _____

TELEBEAM, INCORPORATED

By: _____

Title: _____



202 East First Street / Birdsboro, PA 19508 / 610-582-8711 / 1-877-CONESTOGA (266-3786) / Fax 610-582-6466 / www.callconestoga.com

February 7, 2001

Magalie Roman Salas, Esquire
Secretary, Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

RECEIVED

FEB 09 2001

GERALD GORNISH

RE: TeleBeam Incorporated (ITC-ASG-19991202-00750) and Conestoga Communications, Inc. (ITC-97-384)

Dear Ms. Salas:

Pursuant to 47 CFR §§ 63.21 and 63.24, this is to advise that the above companies, which are both subsidiaries of Conestoga Enterprises, Incorporated and are both licensed for the provision of international message telecommunication services between points in the United States and international points and interstate telecommunication services between locations in the United States, have merged. Specifically Conestoga Communications, Inc. has merged into TeleBeam Incorporated which has in turn changed its name to CEI Networks, Inc.

It is our understanding, and we hereby certify that the merger constitutes a *pro forma* assignment or transfer of control under 47 CFR § 63.24(a)(4) or (5); and that together with all previous *pro forma* transactions, does not result in a change of the carrier's ultimate control. CEI Networks, Inc. will have its place of business at 202 East First Street, Birdsboro, PA 19508 and will continue to use the tariffs of Conestoga Communications, Inc.

For your files, we enclose a chart describing this *pro forma* change.

Please acknowledge receipt by stamping and returning to us the additional copy of this letter, and advise if anything further is required.

Sincerely,

A handwritten signature in black ink that reads "Joseph J. Laffey".

Joseph J. Laffey
Senior Vice President of Administration

JJL/sgf

cc: Gerald Gornish, Esquire

Exhibit "E"

[CEI Networks Letterhead]

[Date]

Dear Customer:

We are writing to you in your capacity as a former customer of Conestoga Communications, Inc. ("CCI"). CCI and TeleBeam Incorporated were both subsidiaries of Conestoga Enterprises Incorporated, and, as we advised you during November, 2000, adopted and began to do business under the trade name of "CEI Networks." In order to consolidate and improve our services to you, CCI has recently merged into TeleBeam Incorporated, which, in turn, has formally changed its name to CEI Networks, Inc. ("CEIN").

Before implementing the terms of this merger, we are giving CCI customers this notice, which is required by the Federal Communications Commission ("FCC"), in order for us to implement a change in a subscriber's selection of a provider of telephone exchange service or telephone toll service. We have sought and obtained a waiver of the FCC's usual requirements that we receive specific permission from each CCI customer to provide telephone service to that customer, subject to our sending this letter, making the undertakings set forth hereafter and advising you when the merger is implemented.

First, we hereby advise you that no increase in charges or rates will be imposed upon you as a result of the transfer to CEIN.

Second, we confirm the right of former CCI customers who do not wish to be served by CEIN that you are always free to change providers, and advise you that if you do so as a result of this merger within 30 days of the date this notice is sent to you, you will be reimbursed for any associated carrier change charge that may be assessed upon you.

Third, we further advise you that any complaints you may have against CCI will be handled, investigated and resolved by CEIN.

Finally, if you have any questions or seek further information about any of these matters, you may contact us, toll-free, at the following telephone number:

1-888-935-4654

CEIN stands prepared, and hopes it will have the privilege of continuing, to serve you in the future and providing you the excellent service you were accustomed to receiving from CCI.

Very truly yours,

EXHIBIT "F"

[CEI Networks Letterhead]

[Date]

Dear Customer:

We recently advised you of the merger of Conestoga Communications, Inc. ("CCI") into TeleBeam Incorporated and the change of the name of that entity to CEI Networks, Inc. ("CEIN"); and that we had obtained a waiver from the Federal Communications Commission of certain authorization and verification requirements under its regulations. More than 30 days having passed, we wish to advise you that we are implementing the merger and to reiterate to you, as a former customer of CCI, the following information, assurances and advice:

- (1) You will receive no increase in rates or charges as a result of the transfer.
- (2) You have the right to change providers at any time if you do not wish to be served by CEIN.
- (3) CEIN will investigate and resolve any outstanding complaints you may have against CCI.
- (4) Any questions regarding any of these matters may be made toll-free at the following number:

1-888-935-4654

CEIN stands prepared and looks forward to continuing to serve your telecommunications needs in the future.

Very truly yours,

EXHIBIT "G"

[CEI Networks Letterhead]

[Date]

Dear Customer:

We are writing to you in your capacity as a former customer of TeleBeam Incorporated. TeleBeam and Conestoga Communications, Inc. ("CCI") were both subsidiaries of Conestoga Enterprises Incorporated, and, as we advised you during November, 2000, adopted and began to do business under the trade name of "CEI Networks." In order to consolidate and improve our services to you, CCI has recently merged into TeleBeam Incorporated, which, in turn, has formally changed its name to CEI Networks, Inc. ("CEIN").

If you have any questions or seek further information about any of these matters, you may contact us, toll-free, at the following telephone number:

1-888-935-4654

CEIN stands prepared, and hopes it will have the privilege of continuing, to serve you in the future and providing you the excellent service you were accustomed to receiving from TeleBeam Incorporated.

Very truly yours,

EXHIBIT "H"